

Exhibit P

**KBT DRAFT - JULY 26²⁸, 2022
FOR DISCUSSION PURPOSES ONLY**

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

NATIONAL RAILROAD PASSENGER CORPORATION
(AMTRAK),

Plaintiff,

v.

Sublease Interest Obtained Pursuant to an Assignment and Assumption of Leasehold Interest made as of January 25, 2007, with said property interest Pertaining To Described Leasehold Interests at Washington Union Station located at 50 Massachusetts Avenue, NE Washington, D.C. 20002, UNION STATION INVESTCO, LLC, UNION STATION SOLE MEMBER, LLC, KOOKMIN BANK CO., LTD. INDIVIDUALLY AND IN ITS CAPACITY AS TRUSTEE OF KTB CRE DEBT FUND NO. 8, A KOREAN INVESTMENT TRUST, and UNKNOWN OWNERS,

Defendants.

Case No. 1:22-cv-01043-APM

STIPULATION AND [PROPOSED] ORDER

WHEREAS on April 14, 2022, Plaintiff National Railroad Passenger Corporation (“Amtrak”) commenced this action by filing, among other things, a complaint, notice of condemnation, and declaration of taking;

WHEREAS on May 19, 2022, the law firm of Neuberger Quinn, Gielen, Rubin, & Gibber, P.A. (“Neuberger”) filed an Answer of behalf of defendant Union Station Investco, LLC (“USI”) [ECF No. 36];

WHEREAS on May 19, 2022, the law firms of Kasowitz Benson Torres LLP (“Kasowitz”) and ArentFox Schiff LLP (“ArentFox”) filed an Answer on behalf of USI and defendant Union Station Sole Member, LLC (“USSM”) [ECF No. 38];

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WHEREAS on June 3, 2022, Kasowitz and ArentFox on behalf of USI and USSM filed a motion to strike the answer filed by Neuberger on behalf of USI [ECF No. 55] (the “Motion to Strike”);

WHEREAS the Motion to Strike was opposed by defendant Kookmin Bank Co. Ltd. (“Lender”) and by Neuberger, on behalf of USI;

WHEREAS, on June 21, 2022, the Court held a hearing concerning the Motion to Strike at which the Court directed the parties to meet and confer in an effort consensually to resolve the motion;

WHEREAS, the parties have met and conferred and propose to resolve, without prejudice, the issues presented in the motion;

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel for the Parties, that:

1. The Motion to Strike is hereby withdrawn without prejudice.
2. After the so-ordering of this stipulation, the answer filed by Neuberger [ECF No. 36] shall be designated and referred to as the answer “filed for USI by Neuberger.” All future filings by Neuberger on behalf of USI shall be so designated.
3. After the so-ordering of this stipulation, the answer filed by Kasowitz and ArentFox [ECF No. 38] shall be designated and referred to as the answer “filed for USSM and USI by Kasowitz.” All future filings by Kasowitz and ArentFox on behalf of USSM and USI shall be so designated.
4. Both USI by Neuberger and USI by Kasowitz and their respective counsel, may invoke the rights and arguments of USI in their filings until the ownership rights of USI are adjudicated. This stipulation does not affect the ~~right~~rights of the parties, if any, to seek judicial

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resolution in another action of questions regarding ownership rights of USI or control rights of any entities in this action.

5. USSM has standing to participate in all proceedings in this action.

5. Pursuant to Sections 5.2.2 of the certain mortgage loan agreement between USI and Lender's predecessor and the certain mezzanine loan agreement between USSM and Lender, Lender acts as the attorney in fact for both USI and USSM with exclusive power to collect, receive, and retain any condemnation award and to make any compromise or settlement in connection with this condemnation proceeding.

6. Lender is owed more than \$560 million in connection with the mortgage and mezzanine loans.

7. USSM and USI shall not interfere with the actions taken by Lender to compromise or settle this condemnation proceeding with Amtrak. For the avoidance of doubt, if Lender agrees to settle with Amtrak for an amount different than what USSM or Ashkenazy considers to be fair market value, USSM and Ashkenazy cannot interfere with Lender's exclusive rights to finalize the settlement of this condemnation proceeding.

8. Without prejudice to Lender's or USI's (by Neuberger) right to oppose filings made by USSM and without prejudice to Lender's or USI's (by Neuberger) argument that USSM does not have an interest in these proceedings as of the date of the filing of this stipulation, the parties stipulate that USSM has standing to participate in all proceedings in this action.

6. 9. Notwithstanding any other provision in this Stipulation except Paragraph 4, nothing in this stipulation affects, prevents, or precludes any party from making or asserting any claims, defenses, motions, or arguments in this action, whether on the merits, procedure, jurisdiction, or otherwise.

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Dated: July ___, 2022

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Summary report:	
Litera Compare for Word 11.1.0.69 Document comparison done on 7/28/2022 5:59:22 PM	
Style name: Kasowitz	
Intelligent Table Comparison: Active	
Original DMS: dm://NYC/5977961/4A	
Modified DMS: dm://NYC/5977961/4C	
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<u>Move From</u>	0
<u>Move To</u>	0
<u>Table Insert</u>	0
<u>Table Delete</u>	0
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<u>Table moves from</u>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
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Format changes	0
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